

0-046A020

#15

16661-C

MANWELL & WES

ATTORNEYS AT LAW

CITICORP CENTER

ONE SANSOME STREET

14TH FLOOR

SAN FRANCISCO, CALIFORNIA 94104

TELEPHONE
(415) 362-2375

TELECOPY
(415) 362-1010

February 15, 1990

RECORDATION

16661-C
FILED 1425

FEB 15 1990 -12:20 PM

INTERSTATE COMMERCE COMMISSION

FEB 15 12:22 PM '90
NOT FOR RECORDING UNIT

Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

On behalf of Helm Financial Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, five (5) executed counterparts of a document, entitled Amendment to Memorandum of Lease of Railroad Equipment (the "Amendment"), executed as of December 21, 1989, which should be included as part of the filing recorded on December 21, 1989, Recordation No. 16661, as the next available recordation number being 16661-C.

The executing parties to the enclosed Amendment are:

Helm Financial Corporation - Lessor
One Embarcadero Center
Suite 3500
San Francisco, California 94111

Union Pacific Railroad Company - Lessee
1416 Dodge Street
Omaha, Nebraska 68179

The Amendment amends the Memorandum of Lease of Railroad Equipment dated as of February 2, 1989 between the Lessor and the Lessee filed under the I.C.C. Recordation No. 16661-A.

The equipment covered is listed in Annex A to the Amendment.

A short summary of the document to appear in the ICC Index is as follows:

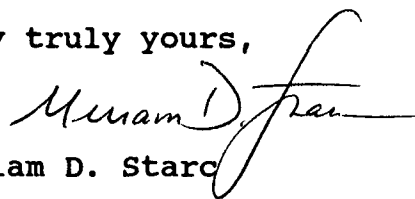
"Amendment to Memorandum of Lease of Railroad Equipment."

MANWELL & WES

Honorable Noretta R. McGee
Interstate Commerce Commission
February 15, 1990
Page 2

Enclosed is a check in the amount of fifteen dollars (\$15.00) in payment of the filing fee. Once the filing has been made, please return to bearer the stamped counterparts of the Amendment not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Miriam D. Staro", written over the typed name.

Miriam D. Staro

MDS:jb
Enclosures

AMENDMENT TO
MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

16661-C
FEB 15 1990 -12:22 PM
INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT TO MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT, is made to correct an error in the listing of road numbers for twenty (20) GP40 3,000 H.P. Locomotives (the "Locomotives") in the Memorandum of Lease of Railroad Equipment between Helm Financial Corporation, a California corporation (the "Lessor") and Union Pacific Railroad Company, a Utah corporation (the "Lessee") filed on December 21, 1989 at the Interstate Commerce Commission under file number 16661-A. The revised, corrected road number listing for the Locomotives is attached hereto as Annex A.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Amendment to Memorandum of Lease of Railroad Equipment as of the 21st day of December, 1989.

"Lessor"

HELM FINANCIAL CORPORATION

By: 

Title: President

"Lessee"

UNION PACIFIC RAILROAD COMPANY

By: _____

Title: _____

ANNEX A

to

Amendment to Memorandum of Lease of Railroad Equipment (which Lease is Dated as of February 2, 1989, as amended)

Lessee's C.D. No. 54792-30

Equipment Description

Lessee's Numbers

Twenty (20) GP40 3,000
H.P. Locomotives built by
General Motors Corporation
(Electro-Motive Division)

UP 861-863
870-886

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On this 12th day of FEBRUARY, 1990, before me personally appeared RICHARD C KIRCHNER, to me personally known, who, being by me duly sworn, says that he is PRESIDENT of HELM FINANCIAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynda A Herskovitz
Notary Public

My Commission Expires: July 16, 1993

[Notarial Seal]



STATE OF)
)
COUNTY OF)

On this ____ day of _____, 1990, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is _____ of _____, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires: _____

[Notarial Seal]

**AMENDMENT TO
MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT**

THIS AMENDMENT TO MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT, is made to correct an error in the listing of road numbers for twenty (20) GP40 3,000 H.P. Locomotives (the "Locomotives") in the Memorandum of Lease of Railroad Equipment between Helm Financial Corporation, a California corporation (the "Lessor") and Union Pacific Railroad Company, a Utah corporation (the "Lessee") filed on December 21, 1989 at the Interstate Commerce Commission under file number 16661-A. The revised, corrected road number listing for the Locomotives is attached hereto as Annex A.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Amendment to Memorandum of Lease of Railroad Equipment as of the 21st day of December, 1989.

"Lessor"

HELM FINANCIAL CORPORATION

By: _____

Title: President

"Lessee"

UNION PACIFIC RAILROAD COMPANY

By: *W.A. Ball*

Title: *V.P. - Supply*



LAW DEPT. C. D.
UNION PACIFIC
OMAHA

ANNEX A

to

Amendment to Memorandum of Lease of Railroad Equipment (which Lease is Dated as of February 2, 1989, as amended)

Lessee's C.D. No. 54792-30

Equipment Description

Lessee's Numbers

Twenty (20) GP40 3,000
H.P. Locomotives built by
General Motors Corporation
(Electro-Motive Division)

UP 861-863
870-886

LAW DEPT. C. D.
UNION PACIFIC
OMAHA

STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On this ____ day of _____, 1990, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is _____ of HELM FINANCIAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires: _____

[Notarial Seal]

STATE OF NEBRASKA)
) §
COUNTY OF DOUGLAS)

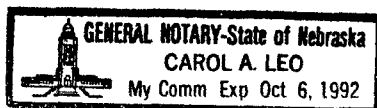
On this 13th day of February, 1990, before me personally appeared W. A. Bales, to me personally known, who, being by me duly sworn, says that he is VP-Supply of Union Pacific Railroad Co., that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires: October 6, 1992

[Notarial Seal]



LAW DEPT. C. D.
UNION PACIFIC
OMAHA